



FAIRFAX COUNTY

DEPARTMENT OF PURCHASING & SUPPLY MANAGEMENT
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VIRGINIA

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ADT Security Services, Inc.
3601 Eisenhower Avenue
2nd Floor, National Accounts
Alexandria, Va. 22304

Date: JUL 30 2003

Attention: James Harvey, National Accounts Manager

Subject: Acceptance of Contract Award

Reference: RQ03-638824-13A/Central Station Alarm System

ACCEPTANCE AGREEMENT

Award of contract is hereby made on June 25, 2003, to ADT Security Service Inc. for the term beginning date of award through January 30, 2006 for The Central Alarm Station in accordance with:

- 1) This Acceptance Agreement;
- 2) The terms and conditions of RFP03-638824-13, all addenda and clarification points.
- 3) The Technical and Business Proposal of RFP03-638824-13
- 4) The signed Memorandum of Negotiations.

Other representations:

This is not an order; a Purchase Order or other notice to proceed will follow.

An original Certificate of insurance, as described in Paragraph 23 of the Special Provisions, is required within ten (10) days of contract award.

All prior representations and additional or inconsistent oral or written statements are superceded, null and void.

County Purchasing Agent:

Cathy A. Muse
Cathy A. Muse, CPPO
Director/County Purchasing Agent.

July 30, 2003
Date

**Memorandum of Negotiations for RFP03-638824-13
Central Station Alarm System
June 24, 2003**

Fairfax County Public Schools (FCPS) and ADT Security Services, Inc., hereby agree to the following in execution of Contract OT03638824-13A.

Below are points of clarification and a revised business proposal that will be incorporated into the contract:

1. Clarify the manual data entry process. Who is responsible, ADT or FCPS?

ADT is responsible for this process. ADT personnel will manually input the data being migrated from the older legacy system into MASTermind. ADT plans to involve FCPS personnel and use this process as a supplementary training tool.

2. Clarification for the brand of computer named in proposal (Dell). Could this be changed to Compaq?

As discussed, the MASTermind implementation on Dell hardware has been approved and certified by the ADT and U.L. organizations. As well, all ADT MASTermind support personnel, both local and national, have familiarity with this hardware platform. Given the ADT responsibility for ongoing support of the equipment, it is desired that the DELL platform be maintained as proposed.

3. Define minimum downtime for interruptions.

ADT anticipates no down time will be experienced. However, since equipment is being relocated that ADT neither installed nor maintained, ADT cannot guarantee that equipment relocation will not impact operational functionality. That said, ADT will make every effort to ensure FCPS experiences no downtime during the migration.

4. Clarify who is responsible for moving existing equipment to a temporary location. The proposal indicates FCPS will share responsibility, and the RFP required "turnkey".

ADT is responsible for the relocation to the temporary location. However, since some of the ancillary equipment (radios, telephones, network workstations) being moved is pre-existing and possibly under warranty or maintenance contract with other vendor(s), ADT recommends having those parties available in the event those devices experience disruption of service during transition to the new 'temporary' location. This is the context in which shared ADT and FCPS responsibility was referenced.

5. Clarify the statement that the existing fire protection system will remain "as is". Our addendum requires that the vendor is responsible for changes for expansion, (see addendum #1). Is the current system we have in place appropriate?

Our "as is" reference was pertained to the possible addition of a dry fire suppression system and not to possible alterations to your existing Fire Alarm system. Our plans for the room build-out include the relocation of four horn/strobe notification appliances, the addition of four duct detectors, and enhancements to the emergency backup lighting, HVAC alterations, etc. ADT will use the existing system but make the necessary changes required due to the new room layout.

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6. Can the off-site server be placed at the NOC at Wilton Woods?

Yes, but ADT recommends that the alarm receiver and other signal processing equipment also be co-located with the disaster recovery/off-site server.

7. Does the system have a billing module, and can it be left off without causing adverse effects on system?

Yes, but it has not included in the proposal.

8. Can off-site training be increased to eight (8) people, which the RFP required, and what would be the cost factor for the difference?

Yes, this will serve as notification of our revision of the original proposal to include four (4) days of MAS Administrator/implementation factory training for eight (8) FCPS personnel. The training tuition for these additional personnel will be absorbed by ADT and performed at no additional cost to FCPS.

9. We would like to lengthen the UPS to four (4) hours. What would be the cost to upgrade?

Yes, this will serve as notification of our revision of the original proposal to include a 2.2 KVA UPS and battery modules sufficient to operate one (1) MASTermind Server, two (2) MASTermind Workstations and the Alarm Processing Receiver equipment at 6800B Industrial Rd. for four (4) hours. This equipment will be provided at no additional cost to FCPS. As part of the original proposal, the hardware does include a small UPS unit for each workstation to maintain operation during generator cutover or to facilitate orderly shutdown.

10. Proof of panel compatibility? We expect/assume the ADT system is compatible with the Silent Knight panels currently in place, as stated in our RFP requirement. The vendor is responsible for ensuring compatibility.

ADT has previously requested clarification of the formats currently in use at FCPS locations. The general information returned by FCPS indicated that several different formats are in use – some of which are transparently compatible with the proposed Receivers, some of which may result in the reduction of detail contained in alarm transmissions to the proposed Receivers. Please refer to Appendix 'A', attached, for the specific compatibilities of the proposed receiving equipment. Any differences observed pertain to panel supervisory signals, rather than protected zone information. However, without detailed information regarding the existing sites and formats, it is not possible to guarantee complete compatibility. Part of our implementation process will be to work with FCPS to test and verify compatibility prior to commencing data entry. Any incompatibilities discovered will result in a remediation plan being implemented, most likely involving the use of the existing Silent Knight download program to modify the transmission format of the selected Silent Knight Regency panels.

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11. Clarification of call our escalation for service response.

The call matrix for service response will be as follows:

800.428.7124 – National Accounts Service Dispatch Center

Technician will respond via telephone to confirm service issue.

Technician will respond for problem resolution via dial-in diagnostics or in-person.

If technician is unable to resolve, issue will be escalated to appropriate

National Support Group.

If insufficient/unsatisfactory response is received during the above steps, the local Springfield, VA Service

Manager, Mr. Harold Minor, may be contacted for an immediate response.

His office number is

703.912.1384 and his mobile number will be provided at system acceptance.

If appropriate response is still not received, the Regional Service Manager, Ms. Pat Feeley, may be

contacted for an immediate response. Her office number is (302) 325-3125 x4024 and her mobile number will be provided at system acceptance.

Any time an unsatisfactory response is received, the National Account Manager, Mr. James Harvey, may

be contacted for assistance in obtaining service resolution. His office number is 703.317.4246 and mobile number is 301.996.2385

12. Clarify location of supervisory workstations. The RFP required this to be located in a nearby office (Operations Supervisor, Room #131).

ADT will locate the Supervisor's MASTermind workstation at this location and will need standard power and network connections to be made available; which we understand already exist.

13. Clarify cost implications of installation timeline as listed on page 6-1. The statement shows pricing can change accordingly if project is not done continuously over a three (3) month period.

ADT has based our pricing on this project being done over a three-month continuous period. This eliminates the potential for cost overruns due to mobilization/demobilization costs if, between phases, the project suffered a significant or 'months long' stoppage attributable to FCPS. Any minor slipping of task schedules will not result in additional costs, nor create an incentive for prolonging completion by ADT.

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Requested further explanation of hardware charges included in our proposal.

Pricing for this subsystem not only includes the raw hardware costs necessary to accomplish our objectives regarding this RFP but specialized integration services from our Systems Integration Division. They're tasked to take these components and provide custom configuration based on their historical operational knowledge of the highly specialized products such as Mastermind. In other words, a considerable portion of costs associated with this subsystem are due to the highly trained and certified personnel customizing the product to meet the requirements imposed by this RFP, and the standards observed by ADT. Project engineering, certifications, software corrections and upgrades, equipment customization and integration, and off-site bench testing and burn-in all require considerable time, in this case up to four weeks, thereby increasing our cost basis for this subsystem. We have also identified a missing server which was inadvertently omitted from our hardware listing but included in our costs. It relates to the MASweb software feature and increases our hardware count by one server and related components. We have, however, examined the costs associated with this subsystem and provided the reduction listed below, while at the same time increasing the UPS capacity, as noted above.

Requested further explanation of room fit-out tasks to be performed and included in our proposal.

- Begin room fit-out documentation and submittals to Fairfax County for approval. Project design and implementation subject to review of local authority having jurisdiction.
- Finalize plans for equipment relocation for room fit out / coordination with radio, IT, telecom vendors for equipment transition to temporary location.
- File for issuance of Fairfax County Building Permit.
- Begin relocation of existing monitoring station:
 - a. Relocate the existing monitoring back-up system and wiring to the temporary location adjacent to the existing central station.
 - b. Provide necessary temporary emergency power & data to support the monitoring station in its temporary location.
- Work with Fairfax personnel and assembled vendors to ensure non-monitoring headend equipment relocated as required. The existing system is in service at this time.
- Demo begins:
 - a. Remove the existing wall that separates the existing monitoring room from the new monitoring.
 - b. Removal of ceiling in both rooms and replace with new per FCPS standings.
 - c. Removal of all carpet and to be replaced with new per FCPS standings.
 - d. Removal of existing doors and frames.
 - e. Remove the existing diffuser and cap the existing duck work.
 - f. Removal and proper termination of electrical outlets from wall before demo.
 - g. All perimeter hole penetrations must be patched to maintain the 2hr. fire rating.
 - h. All walls must be 2hr. fire rating.
 - i. All existing and new drywall walls will require patching, skimming and sanding for new paint.
 - j. All required floor preparations prior to putting down carpet.

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- k. All Electrical (normal and emergency) additions or modifications to the existing system required for the expansion of the monitoring station room shall be in compliance with the FCPS and the contract documents blue prints.
- l. All heating, ventilation and air conditioning additions that are done shall be in accordance with the N.F.P.A and FCPS.
- Electrical / Fire Alarm System tasks to be performed:
 - a. Power / Data and lights on necessary emergency back -up per NFPA section 8.3
 - b. Rewire the new central station equipment.
 - c. Contractor to relocate strobes to meet Fairfax County regulations and add 4 new duct detectors per NFPA section 8.3.
- HVAC System alterations
- PERMIT/ TESTING / INSPECTION.
- HVAC Balancing at end of project.
- Finishes: Furnish and install new extinguishers and cabinet with door. Furnish and install adequately fire rated dbl door with sidelight, hardware and locksets.
- Install New Systems Furniture (2 days)
- Install New MASTermind Equipment per specifications
- Begin relocation of Monitoring center Materials again coordinating with Fairfax County personnel and Assorted vendors responsible for the upkeep of non-headend components.

Requested revised cost breakdown for this project including reduced costs for hardware and Redesign of Workspace subsystems. In addition, ADT includes our thoughts regarding payment provisions.

Revised Cost Breakdown:

| | |
|-------------------------|------------------------|
| - Hardware | \$98,168 |
| - Software | \$94,024 |
| - Furnishings | \$62,491 |
| - Redesign of Workspace | \$92,734 |
| - Two-Year Warranty | \$44,000 |
| - Other Items | <u>\$16,542</u> |

Revised Project Cost Totals: \$407,959

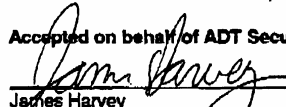
In regards to the payment process, ADT proposes one (1) advance payment for 25% of project be made prior to project startup, two (2) progress payments of 25% to be made at agreed upon project milestones, and final payment of 25% to be billed at completion of project.

The contract file shall include the following documents:

Request for Proposal (RFP) 03-638824-13
ADT's Technical and Business Proposals dated March 19, 2003
Memorandum of Negotiations for RFP03-638824-13, dated June 24, 2003
Any subsequent amendments to the contract mutually agreed upon in writing between FCPS and ADT.

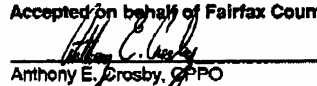
Memorandum of Negotiations for RFP03-638624-13
Central Station Alarm System
June 24, 2003

Accepted on behalf of ADT Security Services, Inc.:


James Harvey
ADT National Account Manager
ADT Security Services, Inc.

6/25/03
Date

Accepted on behalf of Fairfax County Public Schools:


Anthony E. Crosby, CPPO
Director
Office of Supply Operations

6/27/03
Date


Fred Ellis
Director
Office of Safety and Security

6-24-03
Date

Accepted on behalf of County of Fairfax:


Cathy Muse, CPPO
Director
Purchasing and Supply Management

6/27/03
Date